

MEMORANDUM  
OF MASTER EQUIPMENT LEASE AGREEMENT

17892-B  
REGISTRATION NO. 17892-B  
DEC 29 1994 - 2 02 PM

On the date hereof, the parties hereto entered into that certain Master Equipment Lease Agreement No. 1801174 (the "Lease Agreement") dated as of April 24, 1992, and that certain Lease Schedule No. 804 attached and incorporated by reference thereto, by and between Pitney Bowes Credit Corporation ("Lessor"), having a place of business located at 201 Merritt Seven, Norwalk, Connecticut 06856-5151, and ConAgra, Inc. ("Lessee"), having its principal place of business located at One ConAgra Drive, Omaha, Nebraska 68102, pursuant to which Lessor has leased to Lessee the Equipment described on Exhibit A hereto, subject to the terms and conditions of said Lease Agreement.

IN WITNESS WHEREOF, each of the undersigned pursuant to due corporate authority has caused this Memorandum to be duly executed in its respective corporate name by an officer duly authorized and hereby declares pursuant to 28 U.S.C. 1746 under penalty of perjury that this Memorandum is a true and correct document and was executed as of this 29<sup>th</sup> day of December 1994.

PITNEY BOWES CREDIT CORPORATION

BY: 

ITS: MICHAEL J. LEYH  
Vice President  
Credit/Operations

CONAGRA, INC.

BY: 

ITS: Vice President-Finance  
and Treasurer

**EXHIBIT A**

<u>ITEM</u>	<u>MANUFACTURER MODEL AND SERIAL NO.</u>
One (1) Used 1968 Track Mobile Rail Car Mover	Model 7TM Serial No. 7218

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Connecticut )  
County of Fairfield ) SS:

On this 29th day of December, 1994 before me personally appeared Michael J. Leyh, to me personally known, who being by me duly sworn, says that he is the Vice President Credit Operations of Pitney Bowes Credit Corporation, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
Signature of Notary Public

My commission expires \_\_\_\_\_

RITA CONLIN  
NOTARY PUBLIC  
MY COMMISSION EXPIRES OCT. 31, 1999

Seal

CORPORATE FORM OF ACKNOWLEDGEMENT

State of Nebraska                    )  
  )    SS:  
County of Douglas                 )

On this 29<sup>th</sup> day of December, 1994, before me personally appeared J.P. O'Donnell, to me personally known, who being by me duly sworn, says that he is the Vice President-Finance + Treasurer of ConAgra, Inc., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Jill R. Whaley  
\_\_\_\_\_  
Signature of Notary Public

My commission expires August 3, 1997

Seal

